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December 30, 2008

RECORDATION NO.

21880-A  
FILED

DEC 31 '08 -9 34 AM

SURFACE TRANSPORTATION BOARD

Honorable Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Acting-Secretary Quinlan:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Lease Termination, a secondary document, dated as of December 22, 2008. The primary document to which this is connected is recorded under Recordation No. 21880. We request that this document be recorded under Recordation No. 21880-A.

The names and addresses of the parties to the Lease Termination are:

Lessor:

Fifth Third Leasing Company  
Fifth Third Center  
Cincinnati, OH 45263

Lessee:

Cemex, Inc., successor-by-merger to Southdown, Inc.  
1200 Smith Street  
Houston TX 77002

A description of the equipment covered by the Lease Termination consists of 18 covered hopper cars numbered SDWX 10082, 10091-10096, inclusive, 10099-10102, inclusive, 10109, 10111, 10114, 10115, 10118, 10121 and 10122.

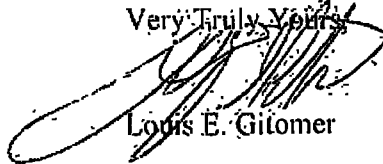
Honorable Anne K. Quinlan  
December 30, 2008  
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A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

A short summary of the document to appear in the index follows: Lease Termination between Fifth Third Leasing Company, Fifth Third Center, Cincinnati, OH 45263, and Cemex, Inc., successor-by-merger to Southdown, Inc., 1200 Smith Street, Houston TX 77002, covering 18 covered hopper cars numbered SDWX 10082, 10091-10096, inclusive, 10099-10102, inclusive, 10109, 10111, 10114, 10115, 10118, 10121 and 10122.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", is written over the typed name. The signature is stylized with a large, sweeping loop at the beginning and a series of vertical strokes for the letters.

Enclosure

DEC 31 '08

-9 34 AM

## LEASE TERMINATION

## SURFACE TRANSPORTATION BOARD

This Lease Termination dated as of December 22, 2008 is between The Fifth Third Leasing Company, as Lessor, and Cemex, Inc. successor-by-merger to Southdown, Inc., as Lessee.

WHEREAS, Lessor and Lessee entered a Master Lease Agreement dated as of September 9, 1992, as assigned and amended, and recorded a Memorandum of Lease Agreement dated as of December 14, 1998 (collectively the "Lease") at the Surface Transportation Board (the "Board") on December 16, 1998 at 1:45 pm under Recordation No. 21880 for 18 covered hopper cars numbered SDWX 10082, 10091-10096, inclusive, 10099-10102, inclusive, 10109, 10111, 10114, 10115, 10118, 10121, and 10122 (the "Equipment"); and

WHEREAS, The rights, interests and obligations of Lessor and Lessee under the Lease have been fulfilled; and

WHEREAS, Lessor and Lessee have agreed to terminate the Lease.

NOW, THEREFORE, in consideration of the premises, Lessor and Lessee hereby acknowledge and confirm for the public record the termination of the Lease, and all rights and obligations arising under the Lease with respect to the Equipment.

This Lease Termination may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have executed or caused this Lease Termination to be duly executed as of the date first above written.

The Fifth Third Leasing Company, as Lessor

By: 

Lisa Mathews Petrino

Assistant Vice President

Cemex, Inc.  
successor-by-merger to  
Southdown, Inc.  
as Lessee

By: \_\_\_\_\_

Its: \_\_\_\_\_

## LEASE TERMINATION

This Lease Termination dated as of December 22, 2008 is between The Fifth Third Leasing Company, as Lessor, and Ccmcx, Inc. successor-by-merger to Southdown, Inc., as Lessee.

WHEREAS, Lessor and Lessee entered a Master Lease Agreement dated as of September 9, 1992, as assigned and amended, and recorded a Memorandum of Lease Agreement dated as of December 14, 1998 (collectively the "Lease") at the Surface Transportation Board (the "Board") on December 16, 1998 at 1:45 pm under Recordation No. 21880 for 18 covered hopper cars numbered SDWX 10082, 10091-10096, inclusive, 10099-10102, inclusive, 10109, 10111, 10114, 10115, 10118, 10121, and 10122 (the "Equipment"); and

WHEREAS, The rights, interests and obligations of Lessor and Lessee under the Lease have been fulfilled; and

WHEREAS, Lessor and Lessee have agreed to terminate the Lease.

NOW, THEREFORE, in consideration of the premises, Lessor and Lessee hereby acknowledge and confirm for the public record the termination of the Lease, and all rights and obligations arising under the Lease with respect to the Equipment.

This Lease Termination may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have executed or caused this Lease Termination to be duly executed as of the date first above written.

The Fifth Third Leasing Company  
as Lessor

By: \_\_\_\_\_

Its: \_\_\_\_\_

Ccmcx, Inc.  
successor-by-merger to  
Southdown, Inc.  
as Lessee

By: Alejandro Benavides 

Its: Treasurer

STATE OF OHIO

COUNTY OF HAMILTON

ss.

On this 22nd day of December, 2008, before me, Elaine Ellis, the undersigned Notary Public, personally appeared Lisa Mathews Petrina, personally known to me to be the person who executed the within instrument as Assistant Vice President on behalf of The Fifth Third Leasing Company, and acknowledged to me that the corporation executed it.

Elaine Ellis  
Notary Public for OH  
My Commission expires 9.14.12



**ELAINE ELLIS**  
Notary Public, State of Ohio  
My Commission Expires Sept. 14, 2012

STATE OF OHIO

COUNTY OF HAMILTON

ss.

On this \_\_\_\_ day of December, 2008, before me, \_\_\_\_\_, the undersigned Notary Public, personally appeared \_\_\_\_\_ personally known to me to be the person who executed the within instrument as \_\_\_\_\_ on behalf of The Fifth Third Leasing Company, and acknowledged to me that the corporation executed it.

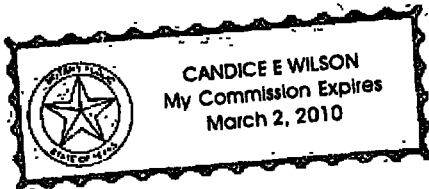
Notary Public for \_\_\_\_\_  
My Commission expires \_\_\_\_\_

STATE OF TEXAS

COUNTY OF HARRIS

ss.

On this 29 day of December, 2008, before me, Candice E. Wilson, the undersigned Notary Public, personally appeared Alexandro Benavides personally known to me to be the person who executed the within instrument as Treasurer on behalf of Southdown, Inc., and acknowledged to me that the corporation executed it.



Candice E. Wilson  
Notary Public for Cemex Inc., Southdown, Inc.  
My Commission expires March 2, 2010